

1 Sara B. Brody, SBN 130222  
2 sbrody@sidley.com  
3 Jaime A. Bartlett, SBN 251825  
4 jbartlett@sidley.com  
5 Sarah A. Hemmendinger, SBN 298659  
6 shemmendinger@sidley.com  
7 SIDLEY AUSTIN LLP  
8 555 California Street, Suite 2000  
9 San Francisco, California 94104  
10 Telephone: (415) 772-1200  
Facsimile: (415) 772-7400

7 Norman J. Blears, SBN 95600  
nblears@sidley.com  
8 SIDLEY AUSTIN LLP  
1001 Page Mill Road, Building 1  
9 Palo Alto, California 94304  
Telephone: (650) 565-7000  
10 Facsimile: (650) 565-7100

11 *Attorneys for Defendants Ahmad Chatila, Brian Wuebbels, Martin*  
*Truong, Jeremy Avenier, Emmanuel Hernandez, Antonio R. Alvarez,*  
*Clayton Daley, Jr., Georganne Proctor, Steven Tesoriere, James B.*  
*Williams, and Randy H. Zwirn*

13 [Additional counsel appear on signature page.]

14 **UNITED STATES DISTRICT COURT**  
15 **NORTHERN DISTRICT OF CALIFORNIA**

16 **SAN FRANCISCO DIVISION**

17 COBALT PARTNERS, LP, et al.,  
18 Plaintiffs,

Related Case No. 3:16-cv-02263-WHA

19 vs.  
20 SUNEDISON , INC., et al.,  
Defendants.

**STIPULATION AND [PROPOSED]**  
**SCHEDULING ORDER**

Judge: Hon. William Alsup

21 GLENVIEW CAPITAL PARTNERS, L.P., et al.,  
22 Plaintiffs,

Related Case No. 3:16-cv-02264-WHA

23 vs.  
24 SUNEDISON , INC., et al.,  
Defendants.

1 CHARLES BLOOM, et al.,

Related Case No. 3:16-cv-02265-WHA

2 Plaintiffs,

3 vs.

4 SUNEDISON , INC., et al.,  
5 Defendants.

6 OMEGA CAPITAL INVESTORS, L.P., et al.,  
7 Plaintiffs,

Related Case No. 3:16-cv-02268-WHA

8 vs.

9 SUNEDISON , INC., et al.,  
Defendants.

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

1 Pursuant to Civil Local Rules 6-2(a) and 7-12, the parties,<sup>1</sup> by and through their respective  
 2 undersigned counsel of record, submit the following stipulation and proposed order:

3 WHEREAS, March 28, 2016, the action captioned *Cobalt Partners, LP, et al. v.*  
 4 *SunEdison, Inc. et al.* (“*Cobalt*”) was filed in Superior Court of California, San Mateo County;

5 WHEREAS, on March 29, 2016, the action captioned *Glenview Capital Partners, L.P. et*  
 6 *al. v. SunEdison, Inc. et al.* (“*Glenview*”) was filed in the Superior Court of California, San Mateo  
 7 County;

8 WHEREAS, on March 30, 2016, the action captioned *Omega Capital Investors, L.P. et al.*  
 9 *v. SunEdison, Inc. et al.* (“*Omega*”) was filed in the Superior Court of California, San Mateo  
 10 County;

11 WHEREAS, on April 4, 2016, the action captioned *Bloom et al. v. SunEdison, Inc. et al.*  
 12 (“*Bloom*”) was filed in the Superior Court of California, San Mateo County;

13 WHEREAS, on April 26, 2016, Defendants removed *Bloom*, *Cobalt*, *Glenview*, and *Omega*  
 14 to federal court;

15 WHEREAS, on May 26, 2016, Plaintiffs moved to remand *Bloom*, *Cobalt*, *Glenview*, and  
 16 *Omega* to state court [*Bloom* Dkt. 16; *Cobalt* Dkt. 53-54; *Glenview* Dkt. 41-42; *Omega* Dkt. 40-  
 17 41];

18 WHEREAS, on May 27, 2016, Defendants moved to transfer *Glenview* and *Bloom* to the  
 19 Southern District of New York [*Glenview* Dkt. 43; *Bloom* 17-18];

20 WHEREAS, on June 1, 2016, Defendants moved to transfer *Cobalt* and *Omega* to the  
 21 Southern District of New York [*Cobalt* Dkt. 58-59; *Omega* Dkt. 45];

22 WHEREAS, Plaintiffs’ motions to remand *Cobalt*, *Omega*, and *Glenview*, and Defendants’  
 23 motions to transfer *Cobalt* and *Omega* are scheduled to be heard on August 18, 2016 at 8:00 a.m.;

24 WHEREAS, Defendants intend to re-notice their motions to transfer *Glenview* and *Bloom*  
 25 for August 18, 2016 at 8:00 a.m., and Plaintiffs in *Bloom* intend to re-notice their motion to  
 26 remand *Bloom* for August 18, 2016 at 8:00 a.m.;

---

27 <sup>1</sup> Individual defendants join in this stipulation to the extent applicable to the cases in which they are  
 28 named.

1        WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Defendants' responses to the motions to  
2 remand are due by June 9, 2016, and Plaintiffs' replies are due by June 16, 2016;

3        WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' response to the motions to  
4 transfer *Glenview* and *Bloom* are due by June 10, 2016, and Defendants' replies are due by June  
5 17, 2016;

6        WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' responses to the motions to  
7 transfer *Cobalt* and *Omega* are due by June 15, 2016, and Defendants' replies are due by June 22,  
8 2016;

9        WHEREAS, Defendants' deadline to respond to the Complaint in *Omega* is July 1, 2016  
10 [*Omega* Dkt. 35];

11       WHEREAS, Defendants are not required to plead or otherwise respond to the Complaint in  
12 *Glenview* until after the motion to remand and the motion to transfer venue are decided [*Glenview*  
13 Dkt. 38];

14       WHEREAS, by agreement of the parties, Defendants are not required to plead or otherwise  
15 respond to the Complaint in *Bloom* until after the motion to remand and the motion to transfer  
16 venue are decided;

17       WHEREAS, due to the complexity of the issues raised in these multiple pending motions in  
18 multiple related cases, the parties have requested additional time to fully address all issues, and do  
19 so in an organized and coordinated fashion;

20       WHEREAS, the parties have met and conferred over the requested extension and  
21 negotiated and agreed to the briefing schedule set forth below, which provides: (1) Plaintiffs to and  
22 including July 1, 2016 to file their responses to the motions to transfer, and Defendants to and  
23 including July 1, 2016 to file their responses to the motions to remand; and (2) Plaintiffs to and  
24 including July 29, 2016 to file any reply in support of their motions to remand, and Defendants to  
25 and including July 29, 2016 to file any reply in support of their motions to transfer; (3) Defendants  
26 to and including August 12, 2016 to respond to the complaints in *Omega* and *Glenview*.

27       WHEREAS, the agreed schedule will not delay any scheduled hearings;

28       WHEREAS, Plaintiffs previously agreed to provide Defendants an extension of time to

1 respond to the Complaints in *Cobalt*, *Omega*, and *Glenview* until May 20, 2016, and the  
2 Defendants' deadlines to respond in *Omega* and *Glenview* were further extended as set forth  
3 above;

4 WHEREAS, Plaintiffs in *Bloom* previously agreed that Defendants are not required to  
5 respond to the Complaint until after the motion to transfer and motion to remand are decided;

6 WHEREAS, the Court has previously ordered, pursuant to stipulation, an extension of time  
7 to file opposition and reply briefs to Defendants' motion to dismiss *Cobalt* to July 1, 2016 and July  
8 29, 2016, respectively;

9 WHEREAS, no other extensions of time have been granted in these actions;

10 NOW THEREFORE, the parties here by agree and stipulate to the following deadlines:

- 11 1. Plaintiffs' oppositions to Defendants' motions to transfer in *Bloom*, *Cobalt*, *Omega*,  
12 and *Glenview* shall be filed on or before July 1, 2016;
- 13 2. Defendants' oppositions to Plaintiffs' motions to remand in *Bloom*, *Cobalt*, *Omega*,  
14 and *Glenview* shall be filed on or before July 1, 2016;
- 15 3. Plaintiffs' replies in support of their motions to remand in *Bloom*, *Cobalt*, *Omega*,  
16 and *Glenview* shall be filed on or before July 29, 2016;
- 17 4. Defendants' replies in support of their motions to transfer in *Bloom*, *Cobalt*,  
18 *Omega*, and *Glenview* shall be filed on or before July 29, 2016;
- 19 5. In the interests of efficiency, the parties may, but are not required to, submit  
20 consolidated briefs in opposition to or replies in support of the pending motions to  
21 remand and transfer;
- 22 6. Defendants' responses to the Complaints in *Omega* and *Glenview* shall be filed on  
23 or before August 12, 2016;
- 24 7. Defendants shall not be required to respond to the Complaint in *Bloom* until after  
25 the Court rules on the motions for remand and transfer.

1 Dated: June 6, 2016

Respectfully Submitted,

2  
3 By: /s/ Sara B. Brody

4  
5  
6  
7  
Sara B. Brody, SBN 130222  
SIDLEY AUSTIN LLP  
555 California Street, Suite 2000  
San Francisco, California 94104  
Telephone: (415) 772-1200  
Facsimile: (415) 772-7400  
sbrody@sidley.com

8  
9  
10  
11  
*Attorneys for SunEdison, Inc., Ahmad Chatila,  
Brian Wuebbels, Martin Truong, Jeremy  
Avenier, Emmanuel Hernandez, Antonio R.  
Alvarez, Clayton Daley, Jr., Georganne  
Proctor, Steven Tesoriere, James B. Williams,  
and Randy H. Zwirn*

12  
13 By: /s/ Jie (Lisa) Li

14  
15  
16  
17  
Jie (Lisa) Li, SBN 260474  
WILMER CUTLER PICKERING  
HALE AND DORR LLP  
950 Page Mill Road  
Palo Alto, California 94304  
Telephone: (650) 858-6000  
Facsimile (650) 858-6100  
Lisa.Li@wilmerhale.com

18  
19  
20  
21  
22  
23 Michael Bongiorno (admitted *pro hac vice*)  
Timothy Perla (admitted *pro hac vice*)  
WILMER CUTLER PICKERING  
HALE AND DORR LLP  
60 State Street  
Boston, Massachusetts 02109  
Telephone: (617) 526-6000  
Facsimile (617) 526-5000  
Michael.Bongiorno@wilmerhale.com  
Timothy.Perla@wilmerhale.com

24  
25  
26  
27  
28 *Attorneys for TerraForm Global, Inc., and  
Peter Blackmore*

1  
2  
3 By: /s/ Ismail J. Ramsey  
4 Ismail J. Ramsey (SBN 189820)  
5 RAMSEY & EHRLICH LLP  
6 803 Hearst Ave  
7 Berkeley, CA 94710  
8 Tel: (510) 548-3600  
9 Fax: (510) 291-3060  
10 izzy@ramsey-ehrlich.com

11 Kevin J. O'Connor (Admitted *Pro Hac Vice*)  
12 HINCKLEY ALLEN  
13 28 State Street  
14 Boston, MA 02109-1775  
15 Tel: (617) 378-4190  
16 Fax: (617) 378-4191  
17 koconnor@hinkleyallen.com

18 *Attorneys for Carlos Domenech Zornoza*  
19

20 By: /s/ Daniel H. Bookin  
21 Daniel H. Bookin (SBN 78996)  
22 O'MELVENY & MYERS LLP  
23 Two Embarcadero Center, 28th Floor  
24 San Francisco, CA 94111  
Telephone: (415) 984-8700  
Facsimile: (415) 984-8701  
dbookin@omm.com

25 *Attorneys for Alejandro Hernandez*  
26

27 By: /s/ Patrick D. Robbins  
28 Patrick D. Robbins, SBN 152288  
SHEARMAN & STERLING LLP  
535 Mission Street, 25th Floor  
San Francisco, CA 94105  
Telephone: (415) 616-1210  
Facsimile: (415) 616-1199  
probbins@shearman.com

29 Adam S. Hakki (*pro hac vice* app. to be  
submitted)  
30 Daniel C. Lewis (*pro hac vice* app. to be  
submitted)  
31 SHEARMAN & STERLING LLP  
32

1                   599 Lexington Avenue  
2                   New York, NY 10022-6069  
3                   Telephone: (212) 848-4000  
4                   Facsimile: (646) 848-4924  
5                   ahakki@shearman.com  
6                   daniel.lewis@shearman.com

7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  

*Attorneys for Underwriters*

1 By: /s/ Jennifer N. Caringal  
2

Jennifer N. Caringal, SBN 286197  
3 Darren J. Robbins, SBN 168593  
James I. Jaconette, SBN 179565  
4 Scott H. Saham, SBN 188355  
ROBBINS GELLER RUDMAN & DOWD LLP  
5 655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: (619) 231-1058  
6 Facsimile: (619) 231-7423  
7

8 Dennis J. Herman, SBN 220163  
9 David W. Hall, SBN 274921  
ROBBINS GELLER RUDMAN & DOWD LLP  
10 Post Montgomery Center  
One Montgomery Street, Suite 1800  
11 San Francisco, CA 94104  
Telephone: (415) 288-4545  
12 Facsimile: (415) 288-4534  
13

14 *Attorneys for Plaintiffs Cobalt Partners, L.P.,  
Cobalt Partners II, LP, Cobalt Offshore Master  
Fund LP, Cobalt KC Partners, LP, Glenview  
Capital Partners, L.P., Omega Capital Investors,  
L.P., Omega Capital Partners, L.P., Omega  
Equity Investors, L.P., Omega Overseas  
Partners, LTD, Glenview Institutional Partners,  
L.P., Glenview Capital Master Fund, Ltd.,  
Glenview Capital Opportunity Fund, L.P.,  
Glenview Offshore Opportunity Master Fund,  
Ltd.*  
15  
16  
17  
18

19 By: /s/ John Jasnoch  
20

John Jasnoch, (CA. BAR NO. 281605)  
JOHN T. JASNOCH  
707 Broadway, Suite 1000  
21 San Diego, CA 92101  
Telephone: 619 233-4565  
22 Facsimile: (619) 233-0508  
jjasnoch@scott-scott.com  
23

24 *Attorneys for Plaintiffs Charles Bloom and  
Sharon Burnstein*  
25  
26  
27  
28

1 PURSUANT TO STIPULATION, IT IS SO ORDERED.  
2  
3

Dated: June 7, 2016.

  
4 Honorable William Alsup  
United States District Judge  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

## SIGNATURE ATTESTATION

I am the ECF User whose identification and password are being used to file the foregoing Stipulation and [Proposed] Scheduling Order. In compliance with Local Rule 5-1(i)(3), I hereby attest that the other signatories have concurred in this filing.

Dated: June 6, 2016

SIDLEY AUSTIN LLP

By: /s/ Sara B. Brody  
Sara B. Brody

*Attorneys for SunEdison, Inc., Ahmad Chatila, Brian Wuebbels, Martin Truong, Jeremy Avenier, Emmanuel Hernandez, Antonio R. Alvarez, Clayton Daley, Jr., Georganne Proctor, Steven Tesoriere, James B. Williams, and Randy H. Zwirn*